

# Kew

Royal Botanic Gardens

Version: 0.7, March 2020

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**Governance at  
Royal Botanic Gardens, Kew**

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### 1. Executive summary

#### 1.1.

Governance at RBG Kew gives a complete overview of corporate governance structures, processes and authorities at the Royal Botanic Gardens, Kew (“RBG Kew”). The document helps staff to understand our structure and our status as a non-departmental public body and an exempt charity. It also helps staff to navigate rules relating to decision-making, authority and internal controls – both internally and in relation to the Department of Environment, Food and Rural Affairs (“Defra”) as our sponsor Department and charity regulator.

#### 1.2.

This document should be consulted as a mandatory source of reference in decision-making and should be used in conjunction with other relevant guidance in Annex 1 such as the RBG Kew/Defra framework document (“Framework Document”) and HMT’s Managing Public Money (“MPM”). Where decisions need to be made which are not specifically covered by these guidelines, they should be referred to the Director of Resources for advice, who also provides advice on governance at RBG Kew.

#### 1.3.

Our Board of Trustees is collectively responsible and has ultimate non-delegable responsibility for RBG Kew. In accordance with the National Heritage Act 1983 (“the Act”) and charity law, the Board should ensure that effective arrangements are in place to provide assurance on risk management, governance, remuneration and internal control.

#### 1.4.

The Board comprises 12 members. 11 of the members are appointed by the Secretary of State. Her Majesty the Queen appoints her own Trustee on the recommendation of the Secretary of State.

#### 1.5.

The Director (also RBG Kew Accounting Officer) is accountable to the Board for the running of RBG Kew and is appointed by the Board, subject to approval of the Secretary of State. The Director has chosen to delegate decision-making to the Executive Board, the tier of senior executives within RBG Kew. The Executive Board further delegates certain decisions in three areas; to major programme and project boards, to the Pay & Recruitment Boards and to the RBG Kew Visitor Board. Individual Directors also have financial delegated authority.

#### 1.6

Financial limits of authority are updated annually by the Director of Resources and are linked to the annual delegation letter from Defra. The schedule of delegations at Section 10 forms a key part of governance and describes who is authorised to take decisions on which matters, and who should be consulted in order to guide us all to operate within our authority.

#### 1.7

We distinguish decision-making boards (including Board of Trustees, Executive Board and Kew Enterprises Board) from advisory committees of the main Board of Trustees. The following page sets out how Boards and Committees relate to one another in a governance map and Section 5 summarises their remit and membership.

### 1.8

Finance Committee, Audit & Risk Committee and Remuneration & Nominations Committee make recommendations to the Board of Trustees to provide assurance that RBG Kew is run effectively and efficiently, handles funds with probity and has appropriate internal controls. Committees such as Foundation Council, Science Advisory Committee and Visitor and Commercial Advisory Committee exist to create opportunities for Trustees and other non-executive experts to advise Executive Board members on strategic development in respective subject areas. These Committees also provide assurance to Trustees on areas of activity within RBG Kew.

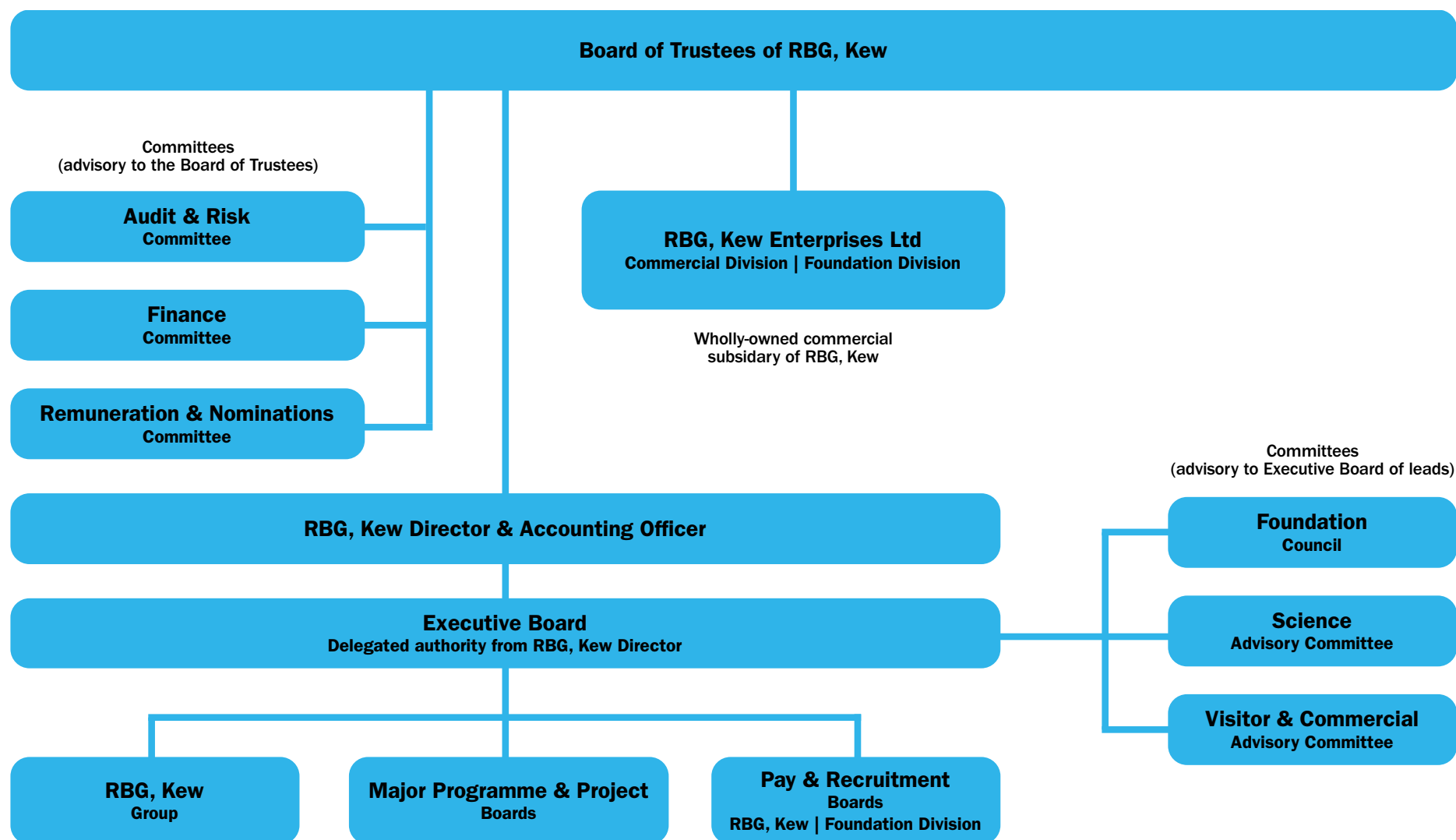
### 1.9

RBG Kew Enterprises Ltd (“Enterprises”) is RBG Kew’s wholly owned trading subsidiary and is a registered company limited by shares. Enterprises is organised as two divisions, Foundation and Commercial (including Commercial Phytochemistry Unit (CPU)).

### 1.10

Governance at RBG Kew requires approval by the Board of Trustees. It will be reviewed every three years.

## RBG, Kew Governance Map



Delegated authority from Executive Board. Report to Executive Board on an exceptions' basis

## 2. Royal Botanic Gardens, Kew

### Status

#### 2.1

The Royal Botanic Gardens, Kew was founded in 1759. The National Heritage Act 1983 established the Board of Trustees of RBG Kew as a body corporate and transferred property to it and conferred functions on it. The Board is also an exempt charity and Executive Non-Departmental Public Body (“NDPB”).

#### 2.2

RBG Kew's principal offices are: Royal Botanic Gardens, Kew, Richmond, Surrey  
TW9 3AE United Kingdom.

#### 2.3

RBG Kew Enterprises Limited (“Enterprises”) is a registered company limited by shares (No. 2798886) and is a wholly owned subsidiary of RBG Kew; RBG Kew owns 100 per cent of its issued share capital. Enterprises is organised as two divisions; Foundation and Commercial, including CPU. It is governed by a Board of Directors appointed by and accountable to the RBG Kew Board of Trustees. The company's articles of association and reserved matters are linked at Annex 1.

### Functions

#### 2.4

The general functions (“General Functions”) and powers of the Board are set out in s24 of the Act. The General Functions are to:

- Carry out investigation and research into the science of plants and related subjects, and disseminate the results of the investigation and research;
- Provide advice, instruction and education in relation to those aspects of the science of plants with which the Board are for the time being in fact concerned;
- Provide other services (including quarantine) in relation to plants;
- Care for their collections of plants, preserved plant material other objects relating to plants, books and records;
- Keep the collections as national reference collections, secure that they are available to persons for the purposes of study, and add to and adapt them as scientific needs and the Board's resources allow; and
- Afford to members of the public opportunities to enter any land occupied or managed by the Board, for the purpose of gaining knowledge and enjoyment from the Board's collections.

## 2.5

In addition, the following Ministerial Directions and Consents have been issued under the Act:

- Direction to Board of Trustees to manage land at Kew Gardens (excluding Queen Charlotte's Cottage) (27 March 1984) as subsequently varied in respect of the transfer of management responsibility from RBG Kew to Historic Royal Palaces for the land and buildings forming the Royal Kitchens at Kew and the Pagoda (effective 1 April 2011 and 1 April 2015 respectively);
- Direction to Board of Trustees to manage the land comprised in the National Trust leases for Wakehurst (27 March 1984) – now obsolete as RBG Kew stands under the lease in place of MAFF (predecessor to Defra);
- Direction to Board of Trustees to manage Kew Palace grounds (29 March 1984); and
- Consent under 24(6) of NHA for the Board of Trustees to grant residential licences of more than one year to their employees at Kew and Wakehurst (16 October 1985).

## 2.6

Kew Gardens (Leases) Act 2019 provides that the Secretary of State's powers in relation to the management of Kew Gardens include the power to grant a lease in respect of Kew Gardens land for a period of up to 150 years.

### **3. Operating framework**

#### **3.1**

RBG Kew is governed by a complex set of rules relating to its powers, functions, and accounting. It needs to abide by requirements imposed by the combination of the Act, charity law and the public law framework including MPM.

#### **3.2**

Annex 1 brings together a list of relevant legislation, guidance and supporting documents that define the framework within which RBG Kew operates.

#### **Public law framework**

#### **National Heritage Act, 1983**

#### **3.3**

This is the legislation which establishes Kew as a separate body corporate that operates at arms-length from Government and is independent from the Crown (and see notes below about charity law). RBG Kew (excluding Enterprises) is a public body and its employees are public servants.

#### **3.4**

The Act confers on Kew the power to do those things that are stated in the Act or which are necessary for the discharge of its functions. The Act also confers on the Secretary of State for Defra (“Secretary of State”) certain powers of ‘direction’ or of making certain provisions subject to her ‘consent’ and in some cases HMT ‘approval’ (as detailed in the schedule of delegations in Section 10).

#### **3.5**

Ministerial Directions under the Act provide further direction to the Board.



## Defra

### 3.6

The relationship between Defra and RBG Kew is derived from the Act, public and charity law. The operational arrangements between Defra and RBG Kew are set out in the Framework Document. Para 9.2 of that document sets out that the role of the Secretary of State is:

- through the operational planning process, to review RBG Kew's overall priorities and objectives each year;
- at their discretion, to allocate resources to RBG Kew for its activities;
- to monitor, through regular reviews and reports to the Defra Board, the performance of RBG Kew in relation to key targets and risks;
- to keep Parliament informed about RBG Kew's performance and answer Parliamentary Questions after consultation with RBG Kew where appropriate;
- to appoint 11 members of RBG Kew Board and approve the terms and conditions of Board members;
- to appoint the Chairperson or recommend to Her Majesty the Queen that her Trustee appointment fulfils this role;
- to confirm the appointment of RBG Kew's Director;
- to remove any Trustee appointed by them for unsatisfactory performance or for any other reason specified at the time of appointment;
- to issue any general guidance or specific directions insofar as within their authority under the Act or under public law;
- to lay copies of RBG Kew's Annual Report and Accounts ("ARA") before Parliament each year;
- to approve any acquisition or disposal of land (except in the case of the grant of a lease, a licence or concession for less than one year) in accordance with s.24(6) of the Act;
- to approve the establishment of a company by RBG Kew in accordance with s.25 of the Act;
- to determine with RBG Kew, as set out fully in Article 5 of Enterprises' Articles of Association, when Enterprises can:
  - ◊ incur any contingent liability;
  - ◊ establish or promote any other company;
  - ◊ purchase all or part of a business;
  - ◊ amalgamate with any other company
- To act as the nominated principal regulator for RBG Kew under the Charities Act 2011 and as such ensure that RBG Kew and the Trustees comply with their duties under charity law

## Public Sector Freedoms

### 3.7

RBG Kew has been granted certain operating freedoms (“freedoms”) from general public sector control on a permanent basis. They are designed to help certain public sector bodies act more strategically, increase revenue from commercial enterprises and to attract more philanthropic donations. The freedoms are:

- Permission to spend previously generated reserves;
- Flexibility to opt in or out of central government procurement (e.g. Crown Commercial Services) on a case by case basis;
- Power to borrow through voted loans from their sponsoring department subject to a sector cap of £60m per year;
- Authorisation to invest non-grant income;
- HMT commitment to respond to capital business cases within 28 days, and training to ensure business cases are proportionate and cost-effective;
- Cabinet Office commitment to respond to redundancy and restructuring applications within two business days;
- HMT commitment to reduce the administrative burden from severance payment business cases and to achieve quicker decisions;
- HMT and sponsoring departments undertaking to consider favourably requests for Departmental Expenditure Limits cover to meet exceptional depreciation charges;
- Exemption from the requirement to use the Government Banking Service;
- Exemption from central marketing and advertising controls;
- Opt out of the Principal Civil Service Pension Scheme; and
- Pay freedoms which enable RBG Kew to implement pay reforms, on the condition that it does not exceed its funding settlement.

### 3.8

This list may be augmented with others that may be added by HMT from time to time.

## UNESCO World Heritage Status of Kew Gardens

### 3.9

The World Heritage Committee at UNESCO (United Nations Educational, Scientific and Cultural Organization) inscribed the site of Kew Gardens onto its World Heritage List on 5 July 2003. This was in recognition of the outstanding universal value of Kew Gardens based on its unique history, diverse historic landscape, rich architectural legacy, unique botanic collections, its position as one of the world’s leading botanic gardens, and its scientific research and educational roles. When a State Party nominates a property, it gives details of how a property is protected and provides a management plan for its upkeep. On behalf of the UK government, as the ‘State Party’, Defra – working with RBG Kew – is expected to protect the World Heritage values of the properties inscribed and is encouraged to report periodically on their condition. RBG Kew is preparing an update to the existing WHS management plan which is expected to be published in early 2020.

### Charity Law

#### 3.10

Charity law imposes another tier of regulatory framework on Kew and the Trustees as RBG Kew is an exempt charity subject to charity law. The Secretary of State is RBG Kew's principal regulator for charity law purposes.

#### 3.11

On 1 June 2010 the Secretary of State and the Charity Commission signed a memorandum of understanding setting out how they propose to work together in coordinating their regulation operations and formulating policy.

#### 3.12

Charity law requires charitable bodies to be independent from the State and the Board must preserve a genuine independence of purpose. The overriding duty of all charity Trustees is to advance the purposes of their charity. RBG Kew Trustees are issued with a Code of Best Practice relevant to RBG Kew.

### Company Law

#### 3.13

Enterprises is a wholly owned subsidiary of a public body but is itself a company limited by shares. As such its staff and activities are not governed by guidance on public bodies and Enterprises is subject to company law requirements.

#### 3.14

However, as Enterprises accounts are fully consolidated into RBG Kew's accounts (and therefore are consolidated in Defra's annual report and accounts), rules set out in MPM still apply to Enterprises. Enterprises is also subject to the requirements of the Freedom of Information Act. Currently, due to the nature of its activities, Enterprises is not a public body within the scope of Public Procurement Regulation.

## 4. The Boards

### Rbg Kew, Board of Trustees

#### 4.1

The Board of Trustees is the body corporate of the Royal Botanic Gardens, Kew and is established under Section 23 and Part IV of Schedule 1 of the Act.

#### 4.2

The Board is collectively responsible and has ultimate non-delegable responsibility for RBG Kew. In accordance with the Act and charity law, the Board should ensure that effective arrangements are in place to provide assurance on risk management, governance, remuneration and internal control.

#### 4.3

Responsibilities of the Board, the Chair and individual Trustees are set out in detail in Code of Best Practice for Trustees of the Royal Botanic Gardens, Kew (Annex 1).

#### 4.4

The Board is specifically responsible for:

- Taking forward the strategic aims and objectives of RBG Kew consistent with its General Functions;
- Overseeing the delivery of planned results by:
  - ◊ monitoring performance against agreed strategic objectives and targets;
  - ◊ reporting on activities and achievements through its Annual Report and Accounts; and
  - ◊ ensuring corrective action is taken when necessary and that the Board receives, and reviews regular financial information concerning the management of RBG Kew and is informed in a timely manner of any concerns about the activities of RBG Kew.
- Demonstrating high standards of corporate governance at all times, including by using RBG Kew's Audit and Risk Committee to help the Board to address key financial and other risks;
- Ensuring that fundraising is carried out in such a way that protects RBG Kew's reputation and encourages public trust and confidence. This includes:
  - ◊ following the law and recognised standards including the Code of Fundraising Practice, protecting RBG Kew from undue risk, and showing respect for donors, supporters and the public; and
  - ◊ ensuring that RBG Kew's approach to raising funds is followed in practice and reflects RBG Kew's values;
- Appointing the Director through open competition with approval of the Secretary of State; and
- Setting performance objectives for the Director which reflect both the responsibilities under the Act, Accounting Officer responsibilities and the Director's role in delivering the strategy set and approved by the Board of Trustees.

#### 4.5

The Board must seek the Secretary of State's consent in the following matters:

- Any acquisition or disposal of land (s.24(6) of the Act) (except in the case of the grant of a lease, a licence or concession for less than one year). See 2.5 for Ministerial consent for the Board of Trustees to grant residential licences of more than one year for employees.
- Terms and conditions of employees, including remuneration and allowances, which also require HM Treasury's approval (Part IV of Schedule 1 s24(4-6) of the Act); and
- Formation of companies (s.25(1) of the Act).

#### The Chair

#### 4.6

The Chair's responsibilities include:

- Representing the Board to the Secretary of State and ensuring that the Board takes proper account of any directions or guidance provided by Defra;
- Overall leadership, direction and effectiveness of RBG Kew in line with strategies and plans;
- Providing leadership, support and challenge to the Director and the Executive Board;
- Representing the work of RBG Kew and the views of the Board to the general public; and
- Ensuring that the Board is run in line with the Government Code of Good Practice for Corporate Governance and in line with Charity Commission guidance on Trustee Boards.

#### Membership

#### 4.7

The Board of Trustees comprises 12 members. 11 members including the Chair are appointed by the Secretary of State (s.33 to Part IV of Schedule 1 of the Act). Her Majesty the Queen appoints her own Trustee on the recommendation of the Secretary of State.

#### 4.8

The Act permits Trustees to be appointed for a term not exceeding 5 years (s.33(5) of the Act). They may be reappointed in certain circumstances and subject to satisfactory performance assessment (in accordance with guidance from the Office of the Commissioner on Public Appointments) as long as no individual has served on the Board for more than ten years (unless exceptionally agreed by the Commissioner). However, the practice established over many years and with Defra and Ministerial agreement, is for a maximum of two three-year terms.

#### 4.9

Trustees appointed by the Secretary of State may resign by notice given in writing to the Secretary of State (s.33(6) of the Act).

#### 4.10

If a Chair ceases to be a Trustee, they shall also cease to be Chair.

#### 4.11

The quorum for a Board meeting shall not at any time be less than four (s.36(7) of Part IV of Schedule 1).

#### 4.12

A Trustee can be appointed to the Board of the Foundation and Friends of RBG Kew (in accordance with the Articles the RBG Kew Board of Trustees may appoint up to two members). A Trustee can also be appointed a Director of Enterprises. In undertaking these roles any Board Member shall be bound by the conditions and codes of conduct applicable to those Boards.

### Decisions

#### 4.13

A majority of Trustees need to confirm their approval for a decision to be taken. Preference is for approval from the Board of Trustees to be solicited at a scheduled meeting. Given the volume of decisions that arise, decisions can also be taken by correspondence. In these cases, Trustees should be apprised in advance and the correspondence must set out on whose authority the decision is sought (preferably the Director of RBG Kew or Chair).

### Board of Rbg Kew Enterprises Ltd

#### 4.14

Articles of Association as agreed in September 2016 set out the rules within which Enterprises must operate, as RBG Kew's trading subsidiary. The articles also allow for the Board, as sole member of Enterprises, to issue direction regarding 'Reserved Matters' which are those matters which require agreement from RBG Kew. In exercise of this power the Board issued a Reserved Matters direction to the Enterprises Board dated 7 November 2016.

#### 4.15

Enterprises Board reports directly to the Board of Trustees.

#### 4.16

Enterprises is organised as two divisions, Foundation and Commercial, including CPU; this is an internal structural arrangement for management purposes.

#### 4.17

The purpose of the Enterprises Board is:

- Maintaining general responsibility and accountability for Enterprises as a whole;
- Approval of the strategy and budget for Enterprises, consolidating those of its Foundation and Commercial divisions;
- Agreeing remuneration policies;
- Approval of standard corporate matters including the Annual Report and Accounts and the Gift Aid payment.

#### 4.18

The Enterprises Board consists of the RBG Kew Director (currently an ex-officio appointment), and a minimum of 1 RBG Kew Trustee, together with such other Directors as are appointed by the Board of Trustees. These other appointments are made in line with the Enterprises Board Terms of Reference.

#### 4.19

Enterprises shall have:

- Directors appointed by the Board of Trustees;
- Terms of Reference reviewed by the Executive Board and approved annually by Enterprises Board and the Board of Trustees;
- A Chair nominated by the Board of Directors;
- A quorum of at least two Directors;
- An agreed annual cycle of meetings;
- Agreed agendas for each meeting, normally compiled and distributed to all Directors no less than seven days prior to the date of the meeting;
- A Company Secretary (usually Head of Governance & Director's Office) appointed by the Board of Trustees or, secondarily, by the Directors of Kew Enterprises Ltd; and,
- Meetings recorded and minutes prepared for acceptance at the subsequent meeting by the Company Secretary or member of Director's Office team. It shall be the Chair's responsibility to ensure that minutes are signed as a correct record of the meeting.

#### 4.20

The inter-group arrangements between RBG Kew and Enterprises are to be recorded in an Operating Agreement made between the parties.

### Independents

#### 4.21

RBG Kew can appoint independent members to Committees or to the main Board of Trustees in order to provide valuable specialist knowledge, skills and independent advice. Appointments are managed by the Director's Office and are for a three-year term, which can be renewed. Independents do not have legal responsibility for nor authority to act on behalf of RBG Kew in the same way as the 12 Trustees of RBG Kew. However, they are expected to act in the best interests of RBG Kew and to exercise independent judgement. They are also expected to avoid any benefit from RBG Kew in return for any service they provide to RBG Kew in line with RBG Kew's approach to the management of conflicts of interests, as outlined at Section 7.

## 5. Committees of The Board of Trustees

### 5.1

The Board carries out its role through Board meetings each year and, as permitted under Section 36(2) to Part IV to Schedule 1 of the Act, through Committees.

### 5.2

In RBG Kew governance, Boards are decision-making (including Board of Trustees, Executive Board and Kew Enterprises Board) and Committees of the main Board are advisory. Committees make recommendations and make decisions only in relation to the execution of the specified remit of each Committee.

### 5.3

The Committees of RBG Kew perform an important governance function in assuring the Board of Trustees that the Executive Board in RBG Kew is carrying out its role appropriately. Committee members (Trustees and Independents) scrutinise proposals and decisions to ensure they are fit-for-purpose, represent prudent use of resources and are in the best interests of Kew. The Committees also have an important role in ensuring that Trustees have appropriate oversight of RBG Kew.

### 5.4

The table below sets out the role and purpose of each Board and Committee in RBG Kew and the governance map sets out their relationship to one another.

### 5.5

Finance Committee, Audit & Risk Committee and Remuneration & Nominations Committee make recommendations upwards to the Board of Trustees to provide assurance that RBG Kew is run effectively and efficiently, handles funds with probity and has appropriate internal controls. The remit of these Committees span the whole of RBG Kew, including Enterprises. These Committees are managed centrally by Director's Office team and shall have:

- Members approved by the Board of Trustees, at least two of whom are Trustees;
- Terms of Reference, the agreement of which shall be reviewed by the Executive Board and approved annually by the Board of Trustees;
- A designated Chair who must be a Trustee. A deputy may be nominated should a member not be able to attend the meeting. This deputy must be approved by the Chair of the Committee and the Director, prior to the meeting;
- A quorum of at least two, including the Chair;
- An agreed annual cycle of meetings;
- Agreed agendas for each meeting, normally compiled and distributed to all Committee members no less than seven days prior to the date of the meeting; and,
- A Secretary who shall record meetings and prepare formal minutes for acceptance at the subsequent meeting. It shall be the Chair's responsibility to ensure that minutes are signed as a correct record of the meeting.



## 5.6

Foundation Council, Science Advisory Committee, Visitor and Commercial Advisory Committee and other committees that may be set up from time to time by the Board of Trustees, also derive from Section 36(2) to Part IV to Schedule 1 of the National Heritage Act. They exist to create opportunities for Trustees and other non-executive experts to advise and make recommendations to Executive Board members on strategic development in respective subject areas in order to focus on their most value-adding activity. The Director of RBG Kew is not a required attendee of these meetings. A short update on progress will be provided to the main RBG Kew Board of Trustees at quarterly meetings. The Director's Office can provide advice where needed but does not manage all these meetings.

## 5.7

Subject to agreement of the Chair for each of these Committees, the decision on how these Committees operate is devolved to the respective Executive Board lead to:

- Define the Terms of Reference as they find useful for the delivery of Kew's objectives;
- Determine membership – independent members and RBG Kew staff as the Executive Board lead determines and a minimum of two Trustees;
- Determine frequency of meetings and agendas; and,
- Decide if the Committee has served its purpose.

**Table of Boards and Committees**

Name	Authority	Decision-making or advisory	Responsibilities	Membership
<b>RBG Kew, Board of Trustees</b> (x 4 meetings per year)	National Heritage Act 1983	Decision-making	<ul style="list-style-type: none"> <li>Collectively responsible and has ultimate non-delegable responsibility for RBG Kew</li> <li>Ensures that effective arrangements are in place to provide assurance on risk management, governance and internal control;</li> <li>Ensures RBG Kew fulfils its general functions &amp; maintains charitable status;</li> <li>Key decisions relating to strategy &amp; budget of RBG Kew;</li> <li>All financial approvals £1.5m+;</li> <li>Appointment of RBG Kew Director (with approval of SoS).</li> </ul>	<ul style="list-style-type: none"> <li>11 Trustees of RBG Kew appointed by Secretary of State</li> <li>1 Trustee of RBG Kew appointed by Her Majesty The Queen</li> </ul> <p><b>Attendees:</b></p> <ul style="list-style-type: none"> <li>RBG Kew Executive Board</li> <li>Chair of Foundation Council if s/he is not a Trustee of RBG Kew</li> <li>Independents (if any)</li> <li>Head of Governance &amp; Director's Office</li> <li>Board Secretary (secretariat)</li> </ul>
<b>Audit and Risk Committee</b> (x 4 meetings per year)	National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1.	Advisory (to Board of Trustees)	<ul style="list-style-type: none"> <li>Reviews and challenges financial statements (Annual Report &amp; Accounts) before submission to the Board of Trustees;</li> <li>Reviews the effectiveness of RBG Kew's internal control system;</li> <li>Advises on the appointment of the internal auditors and their programme of work;</li> <li>Maintains an overview of external audit arrangements;</li> <li>Reviews performance of internal and external auditors;</li> <li>Considers the assurances and reviews relating to Corporate Governance and the Accounting Officer's Statement on Internal Control;</li> <li>Scrutinises RBG Kew's approach to fundraising on behalf of Trustees, and ensures the approach is followed in practice and reflects RBG Kew's values;</li> <li>Reviews the policies and procedures for whistleblowing and for detecting and managing fraud (including registers);</li> <li>Reviews risk management and policy and makes recommendations to Board of Trustees;</li> <li>Reviews the annual Register of Trustees Interests and Declaration of Related Party Transactions.</li> </ul>	<ul style="list-style-type: none"> <li>2 x Trustees minimum, one of whom is Chair (and cannot be Chair of Finance Committee)</li> <li>Can have Independents</li> </ul> <p><b>Attendees:</b></p> <ul style="list-style-type: none"> <li>Internal Auditors</li> <li>National Audit Office and appointed outsourced auditors</li> <li>Defra Observer</li> <li>Director of RBG Kew</li> <li>Director of Resources</li> <li>Health and Safety and Business Risk Manager</li> <li>Head of Governance &amp; Director's Office</li> <li>General Counsel</li> <li>Head of Finance</li> <li>Governance &amp; Secretariat Officer (secretariat)</li> </ul>

Name	Authority	Decision-making or advisory	Responsibilities	Membership
<b>Finance Committee (x 3 meetings per year)</b>	National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1	Advisory (to Board of Trustees)	<ul style="list-style-type: none"> <li>Reviews significant financial matters on behalf of the Board and makes recommendations to the full Board for further consideration, usually relating to: <ul style="list-style-type: none"> <li>the operational plan;</li> <li>financial plans, including funding arrangements and the annual budgets;</li> <li>the in-year financial results;</li> <li>the capital expenditure programme;</li> <li>major programmes and projects £1.5m+ including change control</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>2 x Trustees minimum, one of whom is Chair (and cannot be Chair of ARC)</li> <li>Can have Independents</li> </ul> <p><b>Attendees:</b></p> <ul style="list-style-type: none"> <li>Director of RBG Kew</li> <li>Director of Resources</li> <li>Head of Finance</li> <li>Board Secretary (secretariat)</li> </ul>
<b>Remunerations &amp; Nominations Committee (x 2 meetings per year)</b>	National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1	Advisory (to Board of Trustees) (though see delegated authority to set framework or broad policy within which RBG Kew Director salary is set)	<ul style="list-style-type: none"> <li>Sets the framework or broad policy within which the remuneration of the Director, RBG Kew is set;</li> <li>Reviews and approves the corporate objectives relevant to the Director's remuneration and evaluates the Director's performance;</li> <li>Advisory body on remuneration for other senior executives in RBG Kew and Enterprises and major changes affecting remuneration across RBG Kew;</li> <li>Ensures that the composition, skills and experience of the Board of Trustees, independents and the senior executive, is reviewed regularly;</li> <li>Give full consideration to succession planning for Trustees, independents and senior executives;</li> <li>Makes recommendations to Board on membership of Committees and Kew Enterprises Board;</li> <li>Sets rental contributions for the internal use of property and set relocation packages.</li> </ul>	<ul style="list-style-type: none"> <li>Chair of RBG Kew is Committee Chair (Trustee)</li> <li>3 x Trustees additionally</li> </ul> <p><b>Attendees:</b></p> <ul style="list-style-type: none"> <li>Director of RBG Kew</li> <li>Director of HR (Secretary)</li> <li>Board Secretary (for non-pay items)</li> </ul>

Name	Authority	Decision-making or advisory	Responsibilities	Membership
<b>RBG Kew Enterprises Board Ltd (3 x per year)</b>	National Heritage Act 1983 Section 25 of Ch 47  RBG Kew Enterprises Ltd – Articles of Association	Decision-making	<ul style="list-style-type: none"> <li>• Maintaining general responsibility and accountability for Enterprises as a whole –holding Board meetings and receive regular management accounts and reports on performance from all divisions;</li> <li>• Approval of the strategy and budget for Enterprises, consolidating those of its Foundation and Commercial divisions (including CPU);</li> <li>• Agreeing remuneration policies;</li> <li>• Standard corporate matters including approval of the Annual Report and Accounts, the Gift Aid payment.</li> </ul>	<ul style="list-style-type: none"> <li>• RBG Kew Director (currently ex-officio appointment)</li> <li>• Minimum of 1 trustee of RBG Kew and in line with the current Terms of Reference:</li> <li>• 1 further trustee of RBG Kew</li> <li>• Director of Foundation</li> <li>• Director of Marketing and Commercial Enterprise</li> <li>• Head of Commercial Activities</li> <li>• Director of Resources</li> </ul> <p>Company Secretary: Head of Governance &amp; Director's Office</p>
<b>Foundation Council</b>	National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1	Advisory (to Director of Foundation)	<ul style="list-style-type: none"> <li>• Reviews the fundraising strategy to ensure it aligns with the needs and aspirations of RBG Kew;</li> <li>• Connects the Foundation to potential funding sources (individuals, corporates, foundations);</li> <li>• Leads by example in making an annual philanthropic gift to achieve 100% giving by all Council members; and</li> <li>• Serves as an advocate for all that Kew does and using skills and expertise to support it in whatever way appropriate.</li> </ul>	<ul style="list-style-type: none"> <li>• Minimum of 1 x RBG Kew Trustee</li> <li>• All Foundation Trustees as of 1 July 2017 were invited to join (Independent Members)</li> <li>• Director of Foundation invites additional Independent Members</li> <li>• Director of Foundation</li> <li>• Director of RBG Kew (optional)</li> </ul>
<b>Science Advisory Committee</b>	National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1	Advisory (to Director of Science)	<ul style="list-style-type: none"> <li>• Advises on science strategy.</li> </ul>	<ul style="list-style-type: none"> <li>• Minimum of 2 x RBG Kew Trustees (one of whom is Chair)</li> <li>• Up to 4 Independents</li> <li>• Director of Science</li> <li>• Director of RBG Kew</li> </ul>

Name	Authority	Decision-making or advisory	Responsibilities	Membership
<b>Visitor &amp; Commercial Advisory Committee</b>	National Heritage Act 1983 Section 36(2) of Part IV to Schedule 1	Advisory (to Director of Marketing & Commercial Enterprise)	<ul style="list-style-type: none"> <li>• Advises on: <ul style="list-style-type: none"> <li>◇ The visitor experience and visitor operations at Kew Gardens and Wakehurst; and</li> <li>◇ Commercial activities at RBG Kew.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Minimum of 2 x RBG Kew Trustees (one of whom is Chair)</li> </ul> <p><b>Attendees:</b></p> <ul style="list-style-type: none"> <li>• Director of RBG Kew</li> <li>• Director of Marketing and Commercial Enterprise</li> <li>• Director of Wakehurst</li> <li>• Director of Horticulture, Learning and Operations</li> <li>• Director of Foundation</li> <li>• Head of Commercial Activities</li> <li>• A representative from Science</li> <li>• Secretary</li> </ul>
<b>Executive Board</b>	RBG Kew Director	Decision-making	<ul style="list-style-type: none"> <li>• Key decisions relating to the running of RBG Kew;</li> <li>• Executive agreement to activity which needs approval by Board of Trustees.</li> </ul>	<ul style="list-style-type: none"> <li>• RBG Kew Executive Board</li> </ul> <p><b>Attendees:</b></p> <ul style="list-style-type: none"> <li>• Head of Governance &amp; Director's Office</li> <li>• Secretariat support</li> </ul>
<b>Major programme and project boards</b>	Executive Board	Decision-making	<ul style="list-style-type: none"> <li>• Senior Responsible Owner (SRO) has delegated authority to deliver a major project or programme once key documentation related to the Checkpoint Process (e.g. investment case) has been approved by the Executive Board, and by the Board of Trustees for £1.5m+, as recommended by Finance Committee.</li> <li>• Exception reporting is triggered either by an overrun in the agreed budget or by a delay in meeting the agreed completion/end date.</li> <li>• Formal approval of a Request for Change is needed by both the project/programme board and the Executive Board. Any Request for Change over £1.5m will also need a recommendation from Finance Committee to Board of Trustees, followed by Board of Trustee approval.</li> </ul>	<ul style="list-style-type: none"> <li>• At the discretion of the SRO</li> </ul>

Name	Authority	Decision-making or advisory	Responsibilities	Membership
<b>Pay &amp; Recruitment Boards</b>	Executive Board	Decision-making	<ul style="list-style-type: none"> <li>Delegated authority from Executive Board, decides on pay and recruitment activity (pay strategy and pay budgets) within public sector pay guidance determined by HMT. Monitors the implementation of the recruitment strategy for RBG, Kew. Its remit does not include RBG Kew Enterprises Ltd. There are separate boards for pay and recruitment for RBG Kew Enterprises Ltd which are chaired by the Director of Foundation and Director of Marketing and Commercial Enterprise.</li> </ul>	<p>6 members to include:</p> <ul style="list-style-type: none"> <li>Director of Resources (Chair)</li> <li>Director of Human Resources</li> <li>4 additional members to be appointed by the Executive Board for a term of three years (up to two terms) and who are members of the Executive Board or the Kew Leadership Forum of at least grade F7. At least two of the four shall be members of the Executive Board. Appointees to reflect the diverse areas of the business with large employee numbers reporting in and the capability and capacity to be part of the management team for pay negotiations</li> </ul> <p><b>Attendees:</b></p> <ul style="list-style-type: none"> <li>Secretary</li> </ul>
<b>RBG Kew Visitor Group</b>	Executive Board	Decision-making	<ul style="list-style-type: none"> <li>Delegated authority from Executive Board, meets monthly to shape and co-ordinate, at a strategic level, the main decisions that will materially shape RBG Kew's offer to visitors at both Kew Gardens and Wakehurst.</li> </ul>	<ul style="list-style-type: none"> <li>Director of Marketing &amp; Commercial Enterprise (Chair)</li> <li>Director of RBG Kew</li> <li>Director of Horticulture, Learning &amp; Operations</li> <li>Director of Science</li> <li>Director of Wakehurst</li> <li>Director of Foundation</li> <li>Head of Commercial Activities</li> </ul> <p><b>Attendees:</b></p> <ul style="list-style-type: none"> <li>Secretary</li> </ul>
<b>Corporate Strategy Steering Committee</b>	Executive Board	Decision-making	<ul style="list-style-type: none"> <li>Delegated authority from Executive Board, to meet four times in the 2020/21 financial year to develop Kew's Corporate Strategy from 2021 onwards.</li> </ul>	<ul style="list-style-type: none"> <li>Director of RBG Kew (Chair)</li> <li>Minimum of 2 RBG Kew Trustees</li> <li>Director of Marketing &amp; Commercial Enterprise</li> <li>Director of Resources</li> <li>Director of Wakehurst</li> <li>Planning &amp; Strategy Manager</li> </ul> <p><b>Attendees:</b></p> <ul style="list-style-type: none"> <li>Secretary</li> </ul>

## **6. RBG Kew Executive**

### **RBG Kew's Director as Accounting Officer**

#### **6.1**

The Director is normally also RBG Kew's Accounting Officer unless Defra's Permanent Secretary, in consultation with the Board, decides otherwise.

#### **6.2**

The Director is appointed through open competition (and dismissed, if appropriate) by the Board and is an employee of the Board. The Board's appointment of the Director and the terms of the appointment are subject to the approval of the Secretary of State (s.34(1) of the Act). The Director is not and cannot be a Trustee on the Board of Trustees because of RBG Kew's charitable status.

#### **6.3**

The Director is accountable to the Board for the general exercise of the Board's functions (s.34(2) of the Act); for the tactical and operational management of RBG Kew in accordance with strategies determined by the RBG Kew Board of Trustees and for the efficiency, effectiveness and economy with which it carries out its functions.

#### **6.4**

Chapter 3 of MPM recognises that the Accounting Officer in a body such as RBG Kew, which is governed by an independent board, must also take account of their special responsibilities and powers. Subject to that caveat, the personal responsibilities of RBG Kew's Accounting Officer relate to:

- Safeguarding the public funds and the stewardship of assets for which they have charge;
- Ensuring propriety, regularity, value for money and feasibility in the handling of public funds<sup>1</sup> ; and
- Ensuring that RBG Kew as a whole is run in accordance with the standards set out in Box 3.1 of MPM on governance, decision-making and financial management.

#### **6.5**

RBG Kew's Accounting Officer is accountable to Parliament for the use of Grant-in-Aid and also advises the Defra Minister.

#### **6.6**

The Accounting Officer of RBG Kew shall automatically be a Director of RBG Kew Enterprises Ltd ("the Ex Officio Director") (Article 15 of the Articles of Association).

<sup>1</sup>RBG Kew's AO should comply with the handbook on 'Regularity, Propriety and Value for Money' (published November 2004).

## The Executive Board

### 6.7

The Executive Board is a decision-making forum and acts under delegated authority from the Director. The Board's primary purpose is to support the Director in delivering the corporate strategy. Responsibilities are:

- The strategic development of Kew and the development and implementation of agreed strategies relating to each area of operation;
- Performance management of RBG Kew activities through the operational plan which underpins the corporate strategy;
- Managing and developing RBG Kew's programmes and business outputs;
- Managing and developing RBG Kew's infrastructure and resources, including the generation of funding from grant-in-aid and other sources;

### 6.8

Individual members of the Executive Board have financial delegated authority (see Section 10).

## Delegated authority from Executive Board

### Project tolerances

### 6.9

This section summarises project tolerances for capital and other major projects, including IT and estates, change controls and associated corporate approvals.

For more information see <https://kewnet.kew.org/projects>.

- A major project is > £1.5m and needs Executive Board approval, Finance Committee scrutiny and Board of Trustees approval
- A minor project is < £1.5m and needs Executive Board Director approval (<£0.25m) or Executive Board approval (£0.25m - £1.5m). It does not need Board of Trustees' approval.

### 6.10

Projects are often capital in nature, have a defined start and finish date, and a separate funding source from department operating budgets. These guidelines do not apply to grant funded Science projects <£1.5m which are scrutinised through the Senior Science Heads.

**Increase in costs for capital and other major projects – change control requirements**



### 6.11

In all cases a budget increase can only be approved if mitigating actions have been explored and the funding source is confirmed. A brief paper should be prepared which documents:

- The overspend and what has caused it
- Actions taken to mitigate the risk
- How the increase in cost is funded
- The implications on this project and other projects
- Lessons learned

### 6.12

For a minor project with a revised total budget up to £0.25m, the increase is managed by the Executive Board Director, providing funding is available.

### 6.13

For any project with a revised total budget more than £0.25m, approval by Executive Board is required.

### 6.14

If a major project budget increases by £0.5m or 10% of the approved project budget (whichever is lower), this should be brought back to the Board of Trustees for approval (via Finance Committee).

### 6.15

If the cost increase moves a minor project to a major project (> £1.5m), the project will require approval from the Board of Trustees, based on a recommendation from Finance Committee.

### 6.16

Timing or scope changes for major projects with no financial impact or strategic or reputational impact, should be approved by the Executive Board and advised to the Board of Trustees via Finance Committee). Timing or scope changes for major projects with strategic or reputational impact as determined by the Director should be approved by the Executive Board and Board of Trustees.

### 6.17

Timing or scope changes for minor projects with no financial impact should be advised to the Executive Board.

## **Pay and Recruitment Board**

### **6.18**

The RBG Kew Pay and Recruitment Board decides on pay and recruitment activity (pay strategy and pay budgets) within public sector pay guidance determined by HMT. The Board monitors the implementation of the recruitment strategy for RBG, Kew.

### **6.19**

Enterprises Commercial Pay and Recruitment Board decides on pay and recruitment activity for commercial Enterprises staff.

### **6.20**

Enterprises Foundation Pay and Recruitment Board decides on pay and recruitment activity for Foundation staff.

## **RBG Kew Visitor Group**

### **6.21**

The RBG Kew Visitor Group meets monthly to shape and co-ordinate, at a strategic level, the main decisions that will materially shape RBG Kew's offer to visitors at both Kew Gardens and at Wakehurst.

## 7. Conflicts of Interests

### 7.1

The public rightly expect the highest standards of behaviour and RBG Kew takes its responsibilities as a public body and an exempt charity which is in receipt of taxpayers' money and donated funds very seriously. Decision-making at RBG Kew should never be influenced by outside interests or expectations of private gain. However, given the scale of RBG Kew's activities, conflicts of interest may be unavoidable, and these paragraphs set out how those interests are managed at RBG Kew.

### 7.2

A **conflict of interest** is any situation where an individual's personal interests or the duties/loyalties that they owe another body may influence or appear to influence their decision-making. It may be:

- **Actual** – there is a conflict between one or more interests
- **Potential** – there is the possibility of a conflict between one or more interests in the future.

**Interests** can take various forms:

- **Financial interests:** where an individual may get direct financial benefit from the consequences of a decision they are involved in making.
- **Non-financial interests:** where an individual may obtain a non-financial professional or personal benefit from the consequences of a decision they are involved in making, such as increasing their professional reputation or promoting their professional career.
- **Indirect interests:** where an individual has a close association with another individual (eg close family members and relatives, close friends and business partners) who has a financial interest, a non-financial professional or personal interest and could stand to benefit from a decision they are involved in making.
- **Conflict of loyalty:** where the loyalties an individual owes to another body may influence or appear to influence their decision-making e.g. where a Kew Trustee or member of staff is also an Enterprises Board Director, or a staff member has a role in another organisation which is the subject of discussions that individual is involved with.

### Principles for managing conflicts of interest

### 7.3

Each potential conflict of interest needs to be considered on its own merits and handling will vary depending on the role of the individual and the circumstances. The following principles apply:

- Use **common sense**. If you think you may be aware of an interest – whether your own or someone else's – share your concerns with your line manager or Executive Board Director.
- **Gifts and hospitality**. Your conduct should not create suspicion of a conflict between your role and your private interest. Think twice before accepting or giving any gift or hospitality from third parties over the value of £25; if in doubt refuse. All offers other than those permitted under the anti-fraud, bribery and corruption policy **must be reported whether accepted or not**. For more information please see [RBG Kew Anti-Fraud, Bribery & Corruption Policy](#).
- **Procurement** is a high-risk area for conflicts of interests and all roles which have an involvement in procurement must be vigilant in ensuring they declare any interests in line with the Procurement & Contract Management Policy. If in doubt seek advice from the Head of Procurement and Contract Management.
- **Declaring interests**. The onus is on Trustees, independents, Executive Board and Directors of Kew Enterprises proactively to declare interests throughout the year, and especially in advance of decision items at Board meetings. Returning an annual register of interests and related party transactions is an important governance requirement, but on its own it is insufficient. Other staff should declare any actual or potential conflicts of interest as soon as they arise to their manager and in line with any specific rules appropriate to the matter eg Procurement.
- **Take action**. Once you have declared an interest, the interest must be managed to prevent it from affecting any decision-making. That will usually include you then withdrawing from any further discussion on the matter, particularly where a decision is involved. Specific rules apply on the process to be followed in relation to Trustees and Enterprises Board Directors.

**Who can be involved in a conflict of interest?**

### 7.4

Anyone, whether they are a Trustee, an independent committee member, staff or volunteer. Information on conflicts of interests for specific roles can be found in the links below:

#### Trustees

Link to Code of Best Practice for Trustees of the Royal Botanic Gardens, Kew (The Board):  
<https://www.kew.org/about-us/who-we-are/board-of-trustees>

#### Staff of RBG Kew, Kew Enterprises and volunteers, including independents

Link to Code of Conduct: <https://kewnet.kew.org/task/conduct/>

#### Roles involved in procurement:

Link to procurement & contract management policy: <https://kewnet.kew.org/task/b-procurement-strategy-policy/>

#### Directors of Kew Enterprises, including independents

Link to articles of association: [RBG Kew Enterprises Ltd, Articles of Association](#)

## **8. Whistleblowing**

### **8.1**

Kew is committed to the highest standards of openness, probity and accountability and will take action to investigate allegations of impropriety or serious misconduct. Workers who are aware of wrongdoing or serious misconduct by Kew employees or others associated with Kew are encouraged to report the matter in accordance with the Whistleblowing Policy.

### **8.2**

The Policy provides guidance on when and how to raise concerns about serious malpractice at RBG Kew and aims to encourage workers to feel confident in raising genuine concerns about serious misconduct. It also highlights that no worker should suffer by reporting reasonably held suspicions in line with the Policy. For more information, please see the Whistleblowing Policy on Kewnet.

### **8.3**

Whistleblowers have several routes available for them to report their concerns, one of which is through the independent Whistleblowing Hotline.

### **8.4**

To raise a concern through the whistleblowing hotline contact, refer to the [Whistleblowing](#) Policy on Kewnet.

## **9. Equality, Diversity and Inclusion**

### **9.1**

RBG Kew is committed to equality, diversity and inclusion (EDI).

### **What do we mean by EDI?**

#### **9.2**

Whilst EDI are undoubtedly linked, these concepts have distinct meanings, each of which has a specific focus and importance.

- **Equality:** is about ensuring individuals and groups are treated fairly and equally. This involves taking into account the different experiences and needs of all, particularly in relation to protected characteristics (age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation).
- **Diversity:** is broader than equality. It recognises, respects and values the differences that we all have. It represents an understanding that everyone is different, and that diverse teams, boards and workforces produce better outcomes.
- **Inclusion:** is the action of including or being included with a group or structure. An inclusive culture is one in which everyone feels valued, that their contribution matters and they are able to perform to their full potential, no matter their background, identity or circumstances.

### **Principles for creating EDI**

#### **9.3**

RBG Kew's EDI Strategy 2020-24 identifies four core themes for creating an equal, diverse and inclusive workforce:

- **Respect:** we respect others, irrespective of our beliefs or our differences
- **Include:** we promote inclusive behaviours and use our data to drive improvements
- **Support:** we ensure everyone is supported in the workplace to achieve their full potential
- **Engage:** we engage positively with our people, and also our stakeholders, visitors and audiences.

## 9.4

RBG Kew is committed to constant review of how it can become and remain truly diverse, inclusive and welcoming to everyone. Below is a list of some of the ways in which this vision will be realised, and its progress monitored, which is focused on two broad areas – our people and our organisation:

### **Our People**

- We hold and analyse data to inform and evidence change
- We have an understanding of the lived experience of our people, which guides improvements to our systems, practices and culture
- Our people, practices and systems show due regard for EDI and risks of unconscious bias or barriers are mitigated
- There are learning and development opportunities in place that equip and empower staff to manage and work effectively with diverse groups of people.
- We have a Trustee board, Executive Board, senior leaders, employees and volunteers that more closely reflect the diversity of London and the wider UK
- Our thriving employer networks are making a recognisable contribution to achieving strategic aims, including the network of 'Equality Champions'
- All our people take an active role in embedding EDI good practice in everything that Kew does – building it into strategic decision making and leading by example.

### **Our organisation:**

- An EDI steering group is in place, led by a member of the Executive Board and with representation from all Directorates, which is driving significant change at Kew
- Our policies and processes have been reviewed, monitored and adapted, where required
- An EDI Policy is in place, which is regularly reviewed and updated
- An Access Policy, which sets out Kew's commitment to accessibility in all things, including physical and digital access, is in place and regularly reviewed and updated
- Guidelines for responsible procurement are set and followed
- Kew is recognised for its work in this area within the sector, through learning, collaboration and accreditation, for example Athena SWAN.

## 10. Delegation of Authorities

### Financial Delegations

#### 10.1

RBG Kew shall comply with the delegated financial limits agreed with Defra and set out in an annual delegation letter issued prior to the commencement of a new financial year. These delegations shall not be altered without the prior agreement of Defra (para 13.3 of the Framework Document).

#### 10.2

In addition, RBG Kew sets internal financial delegations, which are reviewed annually by its Director of Resources. RBG Kew financial delegations are proposed annually to the Finance Committee who will recommend approval to the RBG Board of Trustees.

#### 10.3

Current financial delegations for RBG Kew can be found on Kewnet [here](#).

#### 10.4

Current financial limits of authority as of October 2019 are as follows.

	<b>Current Limit – purchase orders/ other financial</b>	<b>Current Limit – contracts</b>
<b>Board of Trustees*</b>	No Limit	No Limit
<b>Director</b>	£1,500,000	£1,500,000
<b>Other Executive Board members</b>	£250,000	£250,000
<b>Other Heads of Departments (direct reports of Executive Board members)</b>	£50,000	£50,000
<b>Other budget holders/ project managers</b>	£10,000	–
<b>Other budget holders/ project managers</b>	£2,000	–

\*Subject to Defra financial delegations of authority.

### Schedule of Delegations

#### 10.5

The schedule of delegations is a key part of governance and describes who is authorised to take decisions on which matters, and who should be consulted in order to ensure that staff and Trustees operate within their limits of authority. It brings together requirements from:

- National Heritage Act 1983 and Ministerial Directions and Consent;
- Defra/RBG Kew Framework Document and MPM;
- Financial delegations for RBG Kew (including delegated financial limits agreed with Defra);
- Charity law;
- Internal governance rules which clarify decision-making.

#### 10.6

The table below indicates the route that each decision needs to navigate by reading from left to right.



**Schedule of Delegations**

Item of Business	Internal <sup>2</sup>	Executive Board	RBG Kew Non-Executive	External	Authority
<b>TRUSTEES AND DIRECTOR OF RBG KEW</b>					
<b>Appointment (and removal) of Director of RBG Kew and terms of employment</b>	None	None	Board of Trustees	Secretary of State – for approval	NHA 1983 s.34(1)
<b>Appointment of RBG Kew Accounting Officer (normally the Director)</b>	None	None	In consultation with the Board of Trustees	Permanent Secretary, Defra (Principal Accounting Officer)	Framework Document
<b>Appointment of Chair of the Board</b>	None	None	None	Secretary of State	NHA 1983 s.33(4)
<b>Appointment of 11 of the 12 Trustees</b>	None	None	None	Secretary of State with consent of Cabinet Office	NHA 1983 s.33
<b>Appointment of the Queen's Trustee</b>	None	None	None	HM the Queen, with advice from Secretary of State and consent from Cabinet Office	NHA 1983 s.33
<b>Removal of a Trustee</b>	None	None	None	Secretary of State	Framework Document
<b>Resignation of a Trustee</b>	None	None	None	In writing to the Secretary of State (if appointed by the Secretary of State) In writing to Her Majesty (if appointed by Her Majesty)	NHA 1983 s.33(6)
<b>Director's Annual Objectives</b>	None	None	Board of Trustees via the Rem & Nom Committee	None	Framework Document
<b>Director's Salary &amp; Senior Executives</b>	RBG Kew staff – HR draws up proposal, based on annual letter from Civil Service  Enterprises staff – HR draws up proposal	None	Board of Trustees via the Remuneration & Nominations Committee	None	
<b>Determining the allowances of Trustees in respect of any expenses or loss of remuneration</b>	Finance to draw up Expenses Policy for Trustees, signed off by Director of Resources	Executive Board	None	Secretary of State with consent of HM Treasury	NHA 1983 s.37

<sup>2</sup>In relation to internal clearance, those leading on an item will consult appropriately with relevant colleagues. The table does not stipulate who these colleagues are.

Item of Business	Internal <sup>2</sup>	Executive Board	RBG Kew Non-Executive	External	Authority
<b>GOVERNANCE DOCUMENTATION</b>					
<b>Governance at RBG Kew (reviewed every 3 years)</b>	Developed by Director's Office, signed off by Director of Resources	Executive Board	Board of Trustees via ARC	Defra for information	Public law and charity law framework; Company law; RBG internal rules
<b>Terms of Reference: Board of Trustees, Audit &amp; Risk Committee, Finance Committee, Remuneration &amp; Nominations Committee (updated annually)</b>	Developed by Director's Office, signed off by relevant EB Director	Executive Board	Board of Trustees via relevant Committee	None	Governance at RBG Kew
<b>Terms of Reference: Foundation Council, Science Advisory Committee, Visitor &amp; Commercial Advisory Committee (updated annually)</b>	Developed by Executive Board lead	Executive Board	Consultation with the Chair of the Committee	None	Governance at RBG Kew
<b>Executive Board – Terms of Reference (updated annually)</b>	Developed by Director's Office with input from RBG Kew Director. Signed off by Director of Resources	Executive Board	None	None	Governance at RBG Kew
<b>RBG Kew Enterprises Ltd – Terms of Reference (updated annually)</b>	Developed by Director's Office with input from Director of Resources, Director of MCE & Director of Foundation	Executive Board	Enterprises Board Board of Trustees	None	Enterprises Articles of Association Governance at RBG Kew

Item of Business	Internal <sup>2</sup>	Executive Board	RBG Kew Non-Executive	External	Authority
<b>RBG Kew/Kew Enterprises Operating Agreement</b>	Developed by General Counsel with input from Finance	Executive Board	Enterprises Board Board of Trustees	None	
<b>RBG Kew/Kew Enterprises/Kew Foundation Services Agreement</b>	Developed by General Counsel, with oversight and trigger for annual review from Head of Governance & Director's Office	Executive Board	Enterprises Board Board of Trustees	Kew Foundation Board Kew Enterprises Board	
<b>Defra/RBG Kew Framework Document</b>	Head of Governance & Director's Office, with input from Director of Resources and General Counsel	Executive Board	Board of Trustees via ARC	Secretary of State	HMT Managing Public Money
<b>ORGANISATIONAL POLICIES including</b> <ul style="list-style-type: none"> <li>• Anti-Fraud, Bribery &amp; Corruption</li> <li>• Anti-Slavery</li> <li>• Data Protection</li> <li>• Environmental policy</li> <li>• Finance policy and procedure</li> <li>• Financial delegations of authority</li> <li>• Health &amp; Safety (statement of intent)</li> <li>• HR</li> <li>• Investments policy</li> <li>• IT Security</li> <li>• Reserves policy</li> <li>• Risk management</li> <li>• Safeguarding</li> <li>• Third Party Engagement &amp; Ethics</li> <li>• Whistleblowing</li> </ul>	Developed by local teams, signed off by relevant EB Director	Executive Board	As specified in individual policies	None	

Item of Business	Internal <sup>2</sup>	Executive Board	RBG Kew Non-Executive	External	Authority
<b>STRATEGY, PLANNING AND PERFORMANCE</b>					
<b>RBG Kew Corporate Strategy</b>	Developed by Director of Resources	Executive Board	Board of Trustees via Finance Committee	Secretary of State for information	HMT Managing Public Money
<b>Departmental strategies and plans eg Science Strategy, People &amp; Culture Strategy, Wakehurst development plans</b>	Developed by local teams, signed off by relevant EB Director	Executive Board where strategies and plans have cross-organisational relevance	None	None	
<b>Enterprises Plan and Budget</b>	Director of Marketing and Commercial Enterprise (MCE) with Director of Foundation to coordinate with input from Director of Resources	None	Enterprises Board Finance Committee and Board of Trustees in relation to consolidated RBG Kew budget (which includes Enterprises)	None	
<b>RBG Kew Operational Plan and Budget</b>	Director of Resources	Executive Board	Board of Trustees via Finance Committee	Defra to review as part of Defra annual business planning process before approval by Board of Trustees	
<b>RBG Kew Enterprises Ltd Annual Report &amp; Accounts</b>	Finance team, signed off by Director of Resources	None	External auditors (Grant Thornton)	NAO	
<b>RBG Kew Annual Report &amp; Accounts</b>	Director's Office to prepare annual report. Finance team to prepare accounts. Director of Resources sign off.	Executive Board Signed by RBG Kew Accounting Officer	Board of Trustees via ARC Signed by Chair	NAO Signed by Comptroller and Auditor General	NHA 1983 ss.39-40

Item of Business	Internal <sup>2</sup>	Executive Board	RBG Kew Non-Executive	External	Authority
<b>OPERATIONAL</b>					
<b>Terms and conditions of employees of RBG Kew, including remuneration and allowances</b>	HR to draw up proposal in line with guidance from Civil Service, signed off by Director of Resources	Pay & Recruitment Board(delegated authority from Executive Board)		Secretary of State with consent of HM Treasury	NHA 1983 s.34(4-6)
<b>Annual pay awards and supplementary salary awards of employees of RBG Kew</b>	HR to draw up proposal in line with guidance from Civil Service, signed off by Director of Resources	Pay & Recruitment Board(delegated authority from Executive Board)		None	
<b>Move from existing RBG Kew pension provider to another</b>	HR to draw up proposal, signed off by Director of Resources	Pay & Recruitment Board(delegated authority from Executive Board)	None	None	Framework document Public Sector Freedoms from HMT
<b>Terms and conditions of employees of RBG Kew Enterprises, including remuneration and allowances</b>	HR to draw up proposal, signed off by Director of Marketing and Commercial Enterprise or Director of Foundation	Pay & Recruitment Boards, Commercial Enterprises and Foundation (delegated authority from Executive Board)		None	
<b>Annual pay awards and supplementary salary awards of employees of RBG Kew Enterprises</b>	HR to draw up proposal, signed off by Director of Marketing and Commercial Enterprise or Director of Foundation	Pay & Recruitment Boards, Commercial Enterprises and Foundation (delegated authority from Executive Board)		None	

Item of Business	Internal <sup>2</sup>	Executive Board	RBG Kew Non-Executive	External	Authority
<b>Disposal of assets – objects in the collections</b>	Relevant Executive Board Director to establish a process in line with the requirements set out in NHA s27(2)	Executive Board	Board of Trustees	None	NHA 1983 s27(2)
<b>Disposal of assets – not in the collections</b>	For disposal of objects not in the collection, staff will need to determine that RBG Kew has title. Approval needed from relevant Executive Board Director will depend on the value of the object (in line with financial delegations of authority)	Depends on value of the item	Depends on value of the item	Depends on value of the item	Financial delegations of authority
<b>Grant of licence or concession re land with a term of less than one year</b>	Director of Resources or Director of Wakehurst (if licence relates to Wakehurst)	None	None	None	NHA 1983 s24(6) National Trust lease (NT land at Wakehurst)
<b>Grant of lease re land with a term of less than one year</b>					
Kew Gardens	Director of Resources	None	None	None	NHA 1983 s24(6)
Wakehurst	Director of Wakehurst	None	None	Re National Trust land at Wakehurst: National Trust	National Trust lease
<b>Grant of lease, licence or concession with a term of one year or more</b>					
Kew Gardens	Director of Resources	Executive Board	Board of Trustees via ARC	Secretary of State	NHA 1983 24(6) Kew Gardens (Leases) Act 2019
Wakehurst – Kew freehold	Director of Resources Director of Wakehurst	Executive Board	Board of Trustees via ARC	Secretary of State	NHA 1983 24(6)
Wakehurst – National Trust land	Director of Resources Director of Wakehurst	Executive Board	Board of Trustees via ARC	Secretary of State National Trust	NHA 1983 24(6) National Trust lease

Item of Business	Internal <sup>2</sup>	Executive Board	RBG Kew Non-Executive	External	Authority
<b>Grant of residential licences to staff in connection with their employment</b>	Director of Resources in line with Residential Policy (residential licences are not limited to one year)	None	Board of Trustees	None	Ministerial Consent - 16 October 1985 National Trust lease
<b>Any acquisition or disposal of land (except in the case of the grant of a lease, a licence or concession as above)</b>	Estates team to draw up proposal, signed off Director of Resources	Executive Board	Board of Trustees via Finance Committee	Secretary of State HMT for over £100m	NHA 1983 s.24(6) Kew Gardens (Leases) Act 2019 Defra Delegated Authority letter
<b>Access by the public (fixing the hours in which members of the public may enter the grounds)</b>	Director of Marketing and Commercial Enterprise and Director of Wakehurst	Executive Board	Board of Trustees	None	NERC Act 2006 c. 16 Schedule 11, Part 1 National Heritage Act 1983 (c. 47) Paragraph 103
<b>Fixing the fees charged for public entry</b>	Director of MCE and Director of Wakehurst	Executive Board	Board of Trustees	None	NERC Act 2006 c. 16 Schedule 11, Part 1 National Heritage Act 1983 (c. 47) Paragraph 103
<b>Establishment of a company by RBG Kew or Enterprises, purchase all or part of a business or amalgamate with any other company</b>	Relevant staff in Kew to draw up proposal, with oversight from Legal	Executive Board	Board of Trustees via Enterprises Board (where relevant) and Finance Committee	Secretary of State	NHA 1983 s.25 and HMT Managing Public Money Enterprises Articles of Association

Item of Business	Internal <sup>2</sup>	Executive Board	RBG Kew Non-Executive	External	Authority
<b>FINANCE, PROJECTS &amp; CONTRACTS</b>					
<b>Borrowing or taking on debt (eg Voted Loans)</b>	Director of Resources	Executive Board	Board of Trustees via Finance Co	Secretary of State/HMT for Voted Loans	In line with delegated financial authority
<b>Incurring contingent liabilities in Enterprises</b>	Director of Resources	Executive Board	Board of Trustees via Enterprises Board and then Finance Committee	Secretary of State	Enterprises Articles of Association
<b>Losses, write-offs and special payments of over £100k</b>	Relevant Director in consultation with Director of Resources	Executive Board	Board of Trustees via Finance Committee	Secretary of State	Defra Delegated Authority letter
<b>Other special payments (gifts of stores or property over £10k, gifts to visiting dignitaries of over £500, rewards for return of stolen property of over £5k, special payments or compensation payments of over £10k, loss or damage for staff on official business of over £5k, injury payments to non-staff of over £10k, ex-statutory or ex-gratia payments over £5k)</b>	Relevant Director in consultation with Director of Resources and General Counsel (to ensure charity law compliance), taking account of RBG Kew's Anti-Fraud, Bribery & Corruption Policy	Executive Board	Finance Committee	HMT via Secretary of State Charity Commission for ex-gratia payments over £1k	Defra Delegated Authority letter
<b>Appointment and management of internal auditors and internal audit strategy</b>	Director of Resources	Executive Board	Board of Trustees via ARC	None	In line with Director's delegated financial authority
<b>Appointment of external auditors</b>	Director of Resources	None	None	NAO	NHA 1983 s39 Act and HMT Managing Public Money
<b>Appointment of external auditors to Enterprises</b>	Director of Resources	None	Enterprises Board		Enterprises Articles of Association
<b>Management of external auditors and external audit strategy</b>	Director of Resources	None	ARC maintain an overview of external audit arrangements & review performance	NAO	NHA 1983 s39 Act and HMT Managing Public Money



Item of Business	Internal <sup>2</sup>	Executive Board	RBG Kew Non-Executive	External	Authority
<b>Major projects and programmes up to £1.5m</b>	Project (and Programme where appropriate) Board or relevant Director	Executive Board	None	None	Governance at RBG Kew
<b>Major projects and programmes of £1.5m or more</b>	Project (and Programme where appropriate) Board sign off control documents or relevant Director	Executive Board	Finance Committee (recommendation needed) Board of Trustees	HMT via Secretary of State (only for projects and programmes with expenditure over £100m capital or £75m resource)	Checkpoint process as agreed by Executive Board  Governance at RBG Kew
<b>Contracts (including funder agreements, heads of terms and letters of agreement) with a value up to £1.5m income or expenditure (in line with financial delegations and Annex 1: Working with Legal).</b>	Executive Board Director signed off with Legal and partner taking account of Third Party Engagement policy	RBG Kew Director (in cases where EB Director individual authority is not sufficient up to £1.5m)	None	None	In line with delegated financial authority
<b>Contracts (including funder agreements, heads of terms and letters of agreement) with a value of £1.5m or more income or expenditure (Annex 1: Working with Legal)</b>	Executive Board Director signed off with Legal and partner taking account of Third Party Engagement policy	Executive Board	Board of Trustees via Finance Committee	HMT via Secretary of State (only for contracts with expenditure over £100m capital or £75m resource)	In line with delegated financial authority
<b>Gift agreements to Kew with a value up to £0.5m. Gift agreements with individual donors are not contractual and therefore deemed to be outside the scope of the Delegated Financial Authorities Policy.</b>	Director of Development	None	None	None	In line with delegated financial authority

Item of Business	Internal <sup>2</sup>	Executive Board	RBG Kew Non-Executive	External	Authority
<b>Gift agreements to Kew with a value over £0.5m. Gift agreements with individual donors are not contractual and therefore deemed to be outside the scope of the Delegated Financial Authorities Policy.</b>	Director of Foundation or the Director	None	None	None	In line with delegated financial authority
<b>Collaboration Agreements (including Access and Benefit Sharing Agreements, Memorandum of Understanding and Memorandum of Collaborations) with no financial implications (Annex 1: Working with Legal)</b>	Executive Board Director signed off with Legal and partner, taking account of Third Party Engagement policy	None	None	None	

## 11. Reporting

### 11.1

RBG Kew's Director will report to the Board of Trustees at each meeting, and in between meetings as appropriate on RBG Kew's performance and on progress with implementing the corporate strategy.

### 11.2

RBG Kew shall report to Defra in accordance with reporting set out in the Framework Document.

#### Version control

Draft	Date	Approvals
0.4	7 March 2017	Version agreed by ARC subject to minor changes.
0.5	23 March 2017	Incorporating minor ARC changes, this version agreed by Board of Trustees.
0.6	July 2017	Minor updates to reflect agreement to Kew Foundation integration.
0.7	February 2020	Amended to take account of corporate governance audit recommendations and organisational changes, this version agreed by Board of Trustees on 19 March 2020.

## **Annex 1: Relevant legislation, guidance and supporting documents that define the framework within which RBG Kew operates**

### **Bespoke to RBG Kew**

- National Heritage Act 1983 <http://www.legislation.gov.uk/ukpga/1983/47>
- Ministerial Directions & Consent  
<https://www.instituteforgovernment.org.uk/publications/whitehall-monitor/whitehall-explained/ministerial-directions>
- Kew Gardens (Leases) Act 2019  
<http://www.legislation.gov.uk/ukpga/2019/25/enacted/data.htm>
- RBG Kew/Defra Framework document  
[https://www.kew.org/sites/default/files/2019-02/Kew\\_FD\\_June18\\_Final%20-%2026%20July%202018\\_0.pdf](https://www.kew.org/sites/default/files/2019-02/Kew_FD_June18_Final%20-%2026%20July%202018_0.pdf)
- HMT freedoms' guidance
- Delegated Financial Authorities, 2019  
<https://kewnet.kew.org/wp-content/uploads/2016/10/delegated-financial-authorities-policy.pdf>
- Relevant Dear Accounting Officer letters;
- Code of Best Practice for Trustees of the Royal Botanic Gardens, Kew (The Board)  
<https://www.kew.org/sites/default/files/2019-11/Code%20of%20Best%20Practice%20for%20Trustees.pdf>
- Memorandum of Understanding between the Charity Commission and the Secretary of State for Environment, Food and Rural Affairs as principal regulator of the Royal Botanic Gardens, Kew  
[https://www.gov.uk/government/uploads/system/uploads/attachment\\_data/file/428929/mou\\_defra\\_pdf.pdf](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/428929/mou_defra_pdf.pdf)
- RBG Kew Enterprises Ltd – [Articles of Association & Reserved Matters](#), September 2016
- RBG Kew/Kew Foundation framework agreement, April 2017
- Working with Legal <https://kewnet.kew.org/task/legal/>

### Charity Framework

- Charity Governance Code <https://www.charitygovernancecode.org/en>
- Charity Commissions guidance: *The Essential Trustee: What you need to know, updated May 2018* <http://www.charitycommission.gov.uk/Publications/cc3.aspx>;
- The Charity Commission guidance 'The Independence of Charities from the State' (RR7) <https://www.gov.uk/government/publications/independence-of-charities-from-the-state-rr7>
- FRS102 Statement of Recommended Practice, Accounting and Reporting by Charities (SORP) [http://www.charitycorp.org/media/619101/frs102\\_complete.pdf](http://www.charitycorp.org/media/619101/frs102_complete.pdf)
- Charities Act 2011 <http://www.legislation.gov.uk/ukpga/2011/25/contents>
- Code of Fundraising Practice <https://www.fundraisingregulator.org.uk/code>

## Public Body Guidance

- Nolan Principles: the 7 principles of public life, May 1995  
<https://www.gov.uk/government/publications/the-7-principles-of-public-life>
- Code of Conduct for Board Members of Public Bodies, June 2019  
[https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\\_data/file/809093/Code-of-Conduct-for-Board-Members-of-Public-Bodies-2019-WEB.PDF](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/809093/Code-of-Conduct-for-Board-Members-of-Public-Bodies-2019-WEB.PDF)
- Code of Practice of the Office of the Commissioner for Public Appointments  
<http://publicappointmentscommissioner.independent.gov.uk/the-code-of-practice/>
- HMT Managing Public Money –  
[http://www.hm-treasury.gov.uk/psr\\_managingpublicmoney\\_publication.htm;](http://www.hm-treasury.gov.uk/psr_managingpublicmoney_publication.htm;)
- HMT Corporate Governance Code of Practice –  
[http://www.hm-treasury.gov.uk/psr\\_governance\\_corporate.htm;](http://www.hm-treasury.gov.uk/psr_governance_corporate.htm;)
- Government Financial Reporting Manual (FReM),  
<https://www.gov.uk/government/publications/government-financial-reporting-manual;>
- HMT Financial Reporting Manual – [http://www.hm-treasury.gov.uk/frem\\_index.htm;](http://www.hm-treasury.gov.uk/frem_index.htm;)
- HMT Consolidated Budgeting Guidance –  
<https://www.gov.uk/government/collections/consolidated-budgeting-guidance>
- Public Sector Internal Audit Standards,  
<https://www.gov.uk/government/publications/public-sector-internal-terms-of-reference-standards>
- HMT Management of Risk: Principles and Concepts –  
[http://www.hm-treasury.gov.uk/d/orange\\_book.pdf;](http://www.hm-treasury.gov.uk/d/orange_book.pdf;)
- HMT Managing the Risk of Fraud –  
[http://webarchive.nationalarchives.gov.uk/20130129110402/http://www.hm-treasury.gov.uk/d/managing\\_the\\_risk\\_fraud\\_guide\\_for\\_managers.pdf](http://webarchive.nationalarchives.gov.uk/20130129110402/http://www.hm-treasury.gov.uk/d/managing_the_risk_fraud_guide_for_managers.pdf)
- Public Interest Disclosure Act – <http://www.legislation.gov.uk/ukpga/1998/23/contents;>
- The Parliamentary Ombudsman's Principles of Good Administration –  
[www.ombudsman.org.uk/improving-public-service/ombudsmansprinciples;](http://www.ombudsman.org.uk/improving-public-service/ombudsmansprinciples;)
- Relevant Freedom of Information Act guidance and instructions (Ministry of Justice);
- Regularity, Propriety and Value for Money,  
<https://esrc.ukri.org/files/about-us/governance-and-structure/regularity-propiety-and-value-for-money-hm-treasury-see-annex-21/>
- Consolidation Officer Memorandum, and relevant DCO letters;
- Other relevant guidance and instructions issued by HMT in respect of Whole of Government Accounts;
- Other relevant instructions and guidance issued by the central Departments;
- Specific instructions and guidance issued by the sponsor Department;
- Recommendations made by the Public Accounts Committee, or by other Parliamentary authority, that have been accepted by the Government and relevant to the ALB.